

**EXHIBIT B**

**Hardman Declaration**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re

Lordstown Motors Corp., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 23-10831 (MFW)

(Jointly Administered)

**DECLARATION OF CARRIE V. HARDMAN IN SUPPORT OF THE DEBTORS’  
APPLICATION FOR AN ORDER AUTHORIZING THE RETENTION AND  
EMPLOYMENT OF WINSTON & STRAWN, LLP AS SPECIAL LITIGATION  
COUNSEL, EFFECTIVE AS OF AUGUST 15, 2023**

I, Carrie V. Hardman, pursuant to 28 U.S.C. § 1746, hereby declare that the following is true and correct to the best of my knowledge, information, and belief:

1. I am a partner of the firm of Winston & Strawn LLP (“Winston”), in the New York office. I am a member in good standing of the Bar of the State of New York, and I have been admitted to practice in New York. There are no disciplinary proceedings pending against me.

2. This Declaration is submitted in support of the *Debtors’ Application for Order Authorizing the Retention and Employment of Winston & Strawn, LLP as Special Litigation Counsel Effective as of August 15, 2023* (the “Application”).<sup>2</sup> Except as otherwise noted, I have personal knowledge of the matters set forth herein.<sup>3</sup>

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<sup>1</sup> The Debtors and the last four digits of their respective taxpayer identification numbers are: Lordstown Motors Corp. (3239); Lordstown EV Corporation (2250); and Lordstown EV Sales LLC (9101). The Debtors’ service address is 27000 Hills Tech Ct., Farmington Hills, MI 48331.

<sup>2</sup> Capitalized terms used, but not otherwise defined, herein shall have the meanings ascribed to them in the Application.

<sup>3</sup> Certain of the disclosures herein relate to matters within the knowledge of attorneys or employees of Winston and are based on information provided by them.

### **WINSTON'S QUALIFICATIONS**

3. Winston is qualified to serve as the Debtors' special litigation counsel in these Chapter 11 Cases because of Winston's recognized expertise and extensive experience in investigatory and related litigation matters and in light of its past representation of the Debtors in connection with certain of the matters for which Winston is proposed to be retained.

4. Winston is also familiar with the Debtors' businesses and financial affairs. Winston has been retained by one or more of the Debtors since November 2021 in various matters including, most notably, previously advising the Debtors in considering two stockholder derivative demand letters asserting claims and allegations substantially similar to those underlying the derivative claims described in this Application. Accordingly, Winston has developed substantial knowledge regarding the Debtors that will result in effective and efficient services in these Chapter 11 Cases.

### **SERVICES TO BE PROVIDED**

5. The Debtors have requested that Winston render legal services including, without limitation:

- a. assisting and advising the Debtors in investigating, determining the nature and extent of the Derivative Claims. Such investigation may include, without limitation:
  - (1) engaging in examination and analysis of the conduct giving rise to such Derivative Claims;
  - (2) participating in such examinations (domestic and extraterritorial) of the Debtors and other witnesses as may be necessary in the pursuit of the Derivative Claims;
  - (3) assisting the Debtors in preparing such applications, motions, memoranda, proposed orders, and other pleadings as may be required in support of positions taken by the Debtors relating to the Derivative Claims, including all trial preparation as may be necessary;
  - (4) representing the Debtors at certain hearings to be held before this Court and any appellate courts relating to the Derivative Claims; and

- (5) communicating with the Debtors regarding the matters heard and the issues raised, as well as the decisions and considerations of this Court relating to the Derivative Claims; and
- b. taking all necessary actions in furtherance of providing such investigatory services, including, without limitation:
  - (1) advising and consulting on the conduct of these Chapter 11 Cases in connection with the Derivative Claims;
  - (2) attending meetings and otherwise communicating with Debtors' other professionals;
  - (3) attending meetings and negotiating with representatives of creditors and other parties in interest;
  - (4) preparing and/or commenting on pleadings in connection with these Chapter 11 Cases, to the extent they implicate the Derivative Claims, including motions, applications, answers, orders, reports, and papers necessary or otherwise beneficial to the administration of the Debtors' estates;
  - (5) appearing before the Court and any appellate courts to represent the interests of the Debtors' estates with respect to the Derivative Claims; and
  - (6) advising the Debtors in connection with any disclosure statement and chapter 11 plan and all documents related thereto to the extent they relate to the Derivative Claims.

**Statement Pursuant to U.S. Trustee Guidelines**

6. Winston shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Local Rules, and any other applicable procedures and orders of the Court. Winston also intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective As of November 1, 2013* (the "U.S. Trustee Guidelines"), both

in connection with this Application and the interim and final fee applications to be filed by Winston in these Chapter 11 Cases.

7. The following information is provided in response to the request for additional information set forth in paragraph D.1 of the U.S. Trustee Guidelines:

- a. Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?

Winston has provided the Debtors with a 10% discount since prior to the Petition Date, and will continue to do so if this Application is approved. Subject to the aforementioned discount, the hourly rates Winston will bill for this engagement are comparable to the rates that Winston charges other comparable chapter 11 clients, and the rate structure provided by Winston is appropriate and is not significantly different from (a) the rates that Winston charges in other non-bankruptcy representations or (b) the rates of other comparably skilled professionals for similar engagements.

- b. Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?

No.

- c. If you represented the client in the 12 months prepetition, disclose your billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If your billing rates and material financial terms have changed postpetition, explain the difference and the reasons for the difference.

In the 12 months prepetition, Winston (a) charged for its legal services on an hourly basis in accordance with the ordinary and customary hourly rates in effect on the date that services are rendered and (b) sought reimbursement of actual and necessary out-of-pocket expenses.

Rate increases (described below) aside, such terms did not materially change from 2022 to 2023. Winston's rates in 2022 were as follows:

<b>Category</b>	<b>U.S. Rate Range<sup>4</sup></b>
Partners	\$890 - \$1,945
Of Counsel	\$795 - \$1,370
Associates	\$640 - \$1,045
Paralegals	\$230 - \$400

Winston's rates in 2023 are as follows:

<b>Category</b>	<b>U.S. Rate Range<sup>5</sup></b>
Partners	\$1,095 - \$2,040
Of Counsel	\$800 - \$1,645
Associates	\$695 - \$1,140
Paralegals	\$320 - \$415

Such rates are subject to the same periodic increases which, like many of its peer law firms, occurs twice a year in the form of: (i) step increases historically awarded in the ordinary course on the basis of advancing seniority and promotion and (ii) periodic increases within each attorney's and paraprofessional's current level of seniority. The step increases do not constitute "rate increases" (as the term is used in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective November 1, 2013).

- d. Has your client approved your prospective budget and staffing plan, and, if so for what budget period?

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<sup>4</sup> Such hourly rates do not account for the 10% discount provided by Winston to the Debtors for work including the retention contemplated by this Application.

<sup>5</sup> Such hourly rates do not account for the 10% discount provided by Winston to the Debtors for work including the retention contemplated by this Application. The hourly rates charged by Winston professionals differ based on, among other things, the professional's level of experience and the rates normally charged in the specific office in which the professional is resident. Winston does not adjust the billing rates of its professionals based on the geographic location of a bankruptcy case or other matter.

Yes, the Debtors have approved Winston's prospective budget and staffing plan for the initial stages of its charge as special litigation counsel. Recognizing that unforeseeable events may arise in large chapter 11 cases, the Debtors and Winston may need to amend (including substantially) the budget and staffing plan as necessary. The budget and staffing plan are intended as estimates and not as caps or limitations on fees or expenses that may be incurred or on the professionals or paraprofessionals who may advise the Debtors in these Chapter 11 Cases.

### **TERMS OF RETENTION**

8. As mentioned above, Winston intends to apply for compensation for professional services rendered on an hourly basis and reimbursement of expenses incurred in connection with these Chapter 11 Cases, subject to the Court's approval and in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any other applicable procedures and orders of the Court.

9. Winston intends to apply to the Court for allowance of compensation and reimbursement of expenses in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and the guidelines promulgated by the United States Trustee, and pursuant to any additional procedures that may be established by the Court in these cases. Winston's fees for professional services are based upon its hourly rates, which are periodically adjusted. Winston's current range of standard hourly rates are:

<b>Category</b>	<b>U.S. Rate Range<sup>6</sup></b>
Partners	\$1,095-\$2,040
Of Counsel	\$800 - \$1,645
Associates	\$695 - \$1,140
Paralegals	\$320 - \$415

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<sup>6</sup> See, *infra*, n.3.

10. Although Winston does not currently anticipate using contract attorneys during these Chapter 11 Cases, in the event that it becomes necessary to use contract attorneys, Winston will not charge a markup to the Debtors with respect to fees billed by such attorneys. Moreover, any contract attorneys or non-attorneys who are employed by Winston in connection with work performed by Winston will be subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

11. The hourly rates and corresponding rate structure Winston will use in these chapter 11 cases are the same as the hourly rates and corresponding rate structure that Winston uses in other matters, including litigation, corporate, tax, and securities matters whether in court or otherwise, regardless of whether a fee application is required. These rates and the rate structure reflect that such matters typically are national in scope and involve great complexity, high stakes, and severe time pressures.

12. Winston's hourly rates are set at a level designed to compensate Winston fairly for the work of its attorneys and paraprofessionals and to cover fixed and routine expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions.<sup>7</sup>

13. The rate structure provided by Winston is appropriate and not significantly different from (a) the rates that Winston charges for other similar types of representations or (b) the rates that other comparable counsel would charge to do work substantially similar to the work Winston

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<sup>7</sup> For example, like many of its peer law firms, Winston typically increases the hourly billing rate of attorneys and paraprofessionals twice a year in the form of: (i) step increases historically awarded in the ordinary course on the basis of advancing seniority and promotion and (ii) periodic increases within each attorney's and paraprofessional's current level of seniority. The step increases do not constitute "rate increases" (as the term is used in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective November 1, 2013).



will perform in these chapter 11 cases.

14. Winston, upon receipt of periodic billings, intends to seek reimbursement for all reasonable and necessary expenses incurred in connection with these chapter 11 cases, including, but not limited to, postage, overnight mail, courier delivery, transportation, overtime expenses, computer-assisted legal research, photocopying, airfare, meals, and lodging. Winston will seek reimbursement for such expenses pursuant to, among other things, the Local Rules and any orders of this Court.

15. Winston will maintain detailed, contemporaneous time records and apply to the Court for payment of compensation and reimbursement of expenses in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any additional procedures that may be established by the Court in these Chapter 11 Cases.

16. No promises have been received by Winston or by any member, of counsel, or associate thereof as to compensation in connection with these cases other than in accordance with the provisions of the Bankruptcy Code. Winston has no agreement with any other entity to share with such entity any compensation received by Winston in connection with these chapter 11 cases, except among the members, of counsel, and associates of Winston.

17. Winston further states that it has neither shared nor agreed to share (a) any compensation it has received or may receive with another party or person, other than with the members, of counsel, and associates of Winston, or (b) any compensation another person or party has received or may receive.

#### **WINSTON'S DISINTERESTEDNESS**

18. To my knowledge, neither I, Winston, nor any members of Winston, insofar as I have been able to ascertain, has any connection with the Debtors, their creditors, or any other parties in interest herein, or their respective attorneys except as set forth herein and as described

in the Application.

19. To my knowledge, Winston does not represent or hold any interest adverse to the Debtors or their estates with respect to the matters on which it is to be engaged.

20. In connection with its proposed retention by the Debtors in these Chapter 11 Cases, Winston undertook to determine whether it had any conflicts or other relationships that might cause it not to be disinterested or to hold or represent an interest adverse to the Debtors with respect to the matters on which it is to be employed. Specifically, Winston obtained from the Debtors and/or their representatives the names of individuals and entities that may be parties in interest in these Chapter 11 Cases (“Potential Parties in Interest”), and such parties are listed on Schedule 1 annexed hereto.

21. Winston searched on its electronic database for its connections to the entities listed on Schedule 1. In addition, Winston included in a daily report of matters firm wide a list containing the entities listed in Schedule 1. All Winston attorneys are responsible for reviewing the daily report of new matters and raising any potential concerns with respect to new representations. Winston did not receive any answers in the affirmative to these emails. Additionally, to the extent that I have been able to ascertain that Winston has been retained within the last two years to represent any of the Potential Parties in Interest (or their affiliates, as the case may be) as clients of Winston,<sup>8</sup> in matters unrelated to these cases, such facts are disclosed in this declaration

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<sup>8</sup> The term “client” means an entity listed as a client or affiliate of a client in an active or closed matter in Winston’s conflicts search system. To the extent that a Potential Party in Interest falls under more than one category, such Potential Party in Interest is disclosed in only one category. Furthermore, the inclusion of a Potential Party in Interest within one or more categories in the Application, this declaration, or otherwise is for convenience only and is not, and shall not be construed as, an acknowledgement or admission regarding any Potential Party in Interest, including with respect to any claims or relationships that such Potential Party in Interest may have with the Debtors or whether such Potential Party in Interest is a party in interest for purposes of the Chapter 11 Cases. Finally, Winston notes that the process has a limited capability to identify affiliates.

including, in particular, on appended Schedule 2.

22. To the best of my knowledge and belief, Winston has not represented any Potential Parties in Interest in connection with matters relating to the Debtors, their estates, assets, or business and will not represent other entities which are creditors of, or have other relationships to, the Debtors in matters relating to these Chapter 11 Cases except as set forth herein.

23. Of the entities listed on Schedule 2, no current Winston clients represent more than one percent (1%) of Winston's fee receipts for the prior 12-month period ending on July 31, 2023.

24. Certain insurance companies may pay the legal bills of Winston clients. Some of these insurance companies may be involved in these Chapter 11 Cases. None of these insurance companies, however, are Winston clients simply because they pay legal fees on behalf of Winston clients.

25. Winston and certain of its partners and associates may have in the past represented, may currently represent, and likely in the future will represent, entities that may be parties in interest in these Chapter 11 Cases in connection with matters unrelated (except as otherwise disclosed herein) to the Debtors and these Chapter 11 Cases. The information listed on Schedule 1 may change during the pendency of these Chapter 11 Cases. Furthermore, despite the efforts described above to identify and disclose connections with parties in interest in these Chapter 11 Cases, because the Debtors are a large enterprise with hundreds of creditors and other relationships, and because Winston is an international law firm, Winston is unable to state with certainty that every client representation or other connection of Winston has been disclosed. Winston will review its files periodically during the pendency of these Chapter 11 Cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Winston will use reasonable efforts to identify such further

developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

26. In the event that Winston's representation of the Debtors in connection with any matter in these Chapter 11 Cases would result in it becoming adverse to a party in interest that gives rise to an ethical conflict, the Debtors shall utilize or retain separate counsel to represent their interests with respect to such matter against such party.

### **SPECIFIC DISCLOSURES**

27. Winston has not, does not and will not represent any entity other than the Debtors in these Chapter 11 Cases or in connection with the matters on which Winston is proposed to be retained. As specifically set forth below, Winston represents certain of the Debtors' creditors, equity security holders, or other entities that may be parties in interest in ongoing matters unrelated to the Debtors and these Chapter 11 Cases. None of the representations described herein are materially adverse to the interests of the Debtors' estates. Winston also represents (i) certain affiliates of the Debtors' creditors, and/or (ii) other parties who may potentially have an indirect relationship to the Debtors' creditors or other parties in interest. To the extent reasonably attainable, these relationships are described herein; however, due to the attenuated nature of these connections, they are not accorded separate discussions in the body of this declaration. Moreover, pursuant to section 327(c) of the Bankruptcy Code, Winston is not disqualified from acting as the Debtors' counsel merely because it represents certain of the Debtors' creditors, equity security holders, or other entities that may be parties in interest in matters unrelated to these Chapter 11 Cases.

32. Prior to the Petition Date, Winston performed certain legal services for certain of the Debtors, including investigatory work and bankruptcy preparation, as further described in the

Application. Since Spring 2022, Winston has held a retainer totaling \$200,000. To date, such funds have not been exhausted and, therefore, remain on retainer.

33. Within the one-year preceding the Petition Date, Winston received total payments in the amount of \$305,028.90 for services performed and expenses incurred. Of this total, none of the fees and expenses were incurred in the ninety (90) days preceding the filing of these Chapter 11 Cases. As of the Petition Date, the Debtors did not owe Winston any amount for services performed prior to the Petition Date. Subject to this Court's approval, Winston intends to charge for postpetition fees and expenses as they are incurred and approved by the Bankruptcy Court.

28. From time to time, Winston may work with White & Case LLP ("W&C") and Richards, Layton & Finger, P.A. ("RLF"), the Debtors' general bankruptcy counsel, through other entities that are clients of both Winston and W&C and/or RLF. From time to time, Winston may work with one or more of the Debtors' other attorneys through other entities that are clients of both Winston and such other attorneys, including BakerHostetler as the Debtors' special counsel.

29. I am not related or connected to and, to the best of my knowledge, no other professional of Winston who will work on this engagement is related or connected to, any United States Bankruptcy Judge for the District of Delaware or any employee in the Office of the United States Trustee for the District of Delaware. I personally have worked with the Court Clerk, Ms. Una O'Boyle, in my role as a clerk for Judge Robert D. Drain, when we both worked for the United States Bankruptcy Court for the Southern District of New York.

30. **Foxconn Enterprise** (including any affiliates) – YuandaWinston, a strategic alliance with Winston, formerly represented an affiliate of the Foxconn enterprise (Foxconn Kunshan Computer Connector Company Limited) in matters unrelated to these Chapter 11 Cases. Such representation was closed on October 1, 2020.

31. **JP Morgan Chase Bank, N.A.** (including any affiliates “JPM”) - Winston currently represents, formerly has represented, and in the future likely will represent JPM and its corporate affiliates, on a variety of matters unrelated to these Chapter 11 Cases, including without limitation various litigation, regulatory, and corporate matters. Winston has not represented and will not represent JPM in connection with these Chapter 11 Cases. In light of the Debtors’ intention for W&C and RLF to serve as primary bankruptcy counsel, Winston does not expect to be involved in any matters involving or adverse to JPM; however, in an abundance of caution, Winston confirms that it will not represent the Debtors with respect to any issues that arise in these Chapter 11 Cases that would be adverse to JPM.

32. I do not believe that Winston’s (or its alliance’s) current or former representation of Foxconn or JPM precludes Winston from meeting the disinterestedness standard under the Bankruptcy Code.

**AFFIRMATIVE STATEMENT REGARDING DISINTERESTEDNESS**

33. Based on the conflicts search conducted to date and described herein, to the best of my knowledge and insofar as I have been able to ascertain, (a) Winston is a “disinterested person” within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors’ estate with respect to the matters on which it is to be employed and (b) Winston has no material connection to the Debtors, their creditors, or other parties in interest, except as may be disclosed herein.

*[Remainder of page intentionally left blank.]*

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: September 12, 2023

WINSTON & STRAWN LLP

*/s/ Carrie V. Hardman*

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Carrie V. Hardman

*Proposed Special Litigation Counsel to the  
Debtors and Debtors in Possession*

**Schedule 1**  
**Potential Parties in Interest<sup>1</sup>**

**Debtor Entities**

1. Lordstown Motors Corp. (DE)
2. Lordstown EV Corp. (DE)
3. Lordstown EV Sales LLC (DE)

**Related/Former Names of Entities**

1. DiamondPeak Holdings Corp. (n/k/a Lordstown Motors Corp.)
2. DPL Merger Sub Corp. (n/k/a Lordstown EV Corporation)
3. MIH EV Design, LLC

**Directors and Officers**

1. Adam Kroll
2. Angela Strand
3. Dale Spencer
4. Daniel Ninivaggi
5. David T. Hamamoto
6. Donna Bell
7. Edward T. Hightower
8. Jane Reiss
9. Joseph B. Anderson Jr.
10. Keith Feldman
11. Laura Soave
12. Melissa Leonard

**Former Directors and Officers**

1. Jane Ritson-Parsons
2. John LeFleur
3. John R. Whitcomb
4. Michael Gates
5. Mickey Kowitz
6. Martin Rucidlo
7. Rebecca Roof
8. Stephen S. Burns
9. Thomas V. Canepa

**Senior Employees**

1. Cheryl Johnson
2. Darren Post
3. Jill Coniglio-Kirk
4. Carter Driscoll
5. Michael Port
6. Raghu Aerabati
7. Waqar Hashim
8. Andrew Reyntjes

**Top Unsecured Creditors**

1. Amphenol Interconnect Products Corporation
2. AP Expert Group LLC
3. AT&T MOBILITY-CC
4. Barry L. Leonard and Company Inc. dba Trans Machine Technologies
5. Bossard Inc.
6. CEVA Contract Logistics US Inc
7. Cognizant Mobility, Inc
8. Elaphe Propulsion Technologies LTD
9. Fiberdyne Research Pty Ltd
10. Filec Production SAS - Amphenol
11. Foxconn EV System LLC
12. Greatech Intergration (M) SDN.BHD.
13. Harco Manufacturing Group, LLC
14. HRB Industries Corp.
15. JVIS USA LLC
16. Laval Tool & Mould LTD.
17. Marelli North America Inc dba CalsonicKansel North America Inc
18. Meta Systems SpA
19. Nexteer Automotive Corporation
20. Pektron EV Limited
21. Proper Group Holdings LLC dba Proper Tooling LLC
22. Quality MetalCraft Inc.
23. SA Automotive LTD
24. Sharp Dimension Inc

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<sup>1</sup> This list (and the categories contained herein) are for purposes of a conflicts check only and should not be relied upon by any party as a list of creditors or for any other purpose.



25. St. Clair Technologies Inc.
26. Superior Cam Inc
27. Technology Solutions Anywhere LLC dba Readysoft
28. Teijin Automotive Technologies, Inc
29. The Timken Corporation
30. Three-Dimensional Services dba 3 Dimensional Services Group
31. thyssenkrupp Materials NA, Inc. dba Ken-Mac Metals or thyssenkrupp Steel Services
32. Ventra Group Co. dba Flex-N-Gate Bradford
33. VIA Optronics LLC
34. Zetwerk Manufacturing USA, Inc.
35. ZF Passive Safety Systems US Inc.

#### **Cash Management Banks**

1. JP Morgan Asset Management
2. JP Morgan Chase Bank, N.A.
3. JP Morgan Institutional Investments Global Liquidity
4. JP Morgan Prime
5. JP Morgan Securities

#### **Significant Lease and Contract Counterparties**

1. 275 Hills Tech Ventures LLC
2. Aon (Bermuda) Ltd.
3. Aon Risk Services Central Inc.
4. Aon UK Limited
5. Arthur J. Gallagher Risk Management Services, Inc.
6. Applied Medical Resources Corporation
7. Cigna Health and Life Insurance Company
8. Elaphe Propulsion Technologies Ltd.
9. Foxconn EV Property Development LLC
10. Foxconn EV System LLC
11. GAC R&D Center Detroit, LLC
12. General Motors
13. GM EV Holdings LLC
14. Liberty Property and Asset Management
15. Michigan Strategic Fund
16. Paylocity Corporation
17. Principal Life Insurance Company

18. TenantBase, Inc.
19. TransAmerica Corporation
20. Willowgreen Building Group, LLC
21. Workhorse Group Inc.

#### **Significant Vendors**

1. A Say Inc dba Say Communications LLC
2. A.K.Stamping Company, Inc
3. ABSOLUTE ELECTRONICS INC
4. Akebono Brake Company
5. Amphenol Interconnect Products Corporation
6. Anchor Tool and Die Company dba Anchor Manufacturing Group, Inc.
7. Anderton Castings SAS
8. AP Expert Group LLC
9. Armada Toolworks LTD.
10. AT&T MOBILITY-CC
11. ATCO Industries, Inc.
12. Auto Motive Power Inc
13. Baker Hostetler
14. Barry L. Leonard and Company Inc. dba Trans Machine Technologies
15. Bennie W Fowler, LLC
16. Bossard Inc.
17. Brikho & Kallabat, P.C. DBA Joseph Kallabat and Associates, PC
18. CEVA Contract Logistics US Inc
19. CEVA International, Inc
20. CITIC Dicastal Co., Ltd.
21. Cognizant Mobility, Inc
22. Cognizant Worldwide Limited
23. Complete Discovery Source, Inc (CDS)
24. Contour Hardening Inc.
25. Cox Automotive Mobility Solutions, Inc
26. Cox Automotive, Inc - Manheim
27. Custodial Building Services, Inc
28. DAG LTD, LLC
29. Detroit Engineered Products dba DEP
30. Duggan Manufacturing LLC
31. Elaphe Propulsion Technologies LTD
32. Fiberdyne Research Pty Ltd
33. Filec Production SAS - Amphenol
34. Foshan Aoya Electrical and Mechanical Co., Ltd.

35. Foxconn EV Property Development LLC
36. Foxconn EV System LLC
37. Greatech Intergration (M) SDN.BHD.
38. Harco Manufacturing Group, LLC
39. Haynes and Boone, LLP
40. HRB Industries Corp
41. HubSpot Inc
42. IEE S.A.
43. Infosys Limited
44. Jiangyin Haida Rubber and Plastic Co., Ltd. dba Haida
45. JVIS USA LLC
46. KPMG LLP
47. Lasky, LLC
48. Laval Tool & Mould LTD.
49. Logicalis, Inc.
50. Lumma Clean LLC
51. Mahle Behr USA Inc
52. Mainfreight, Inc - Canada
53. Mainfreight, Inc.
54. Marelli North America Inc dba CalsonicKansel North America Inc
55. Megatronix (Beijing) Technology Co., Ltd.
56. Meta Systems SpA
57. Miotti Srl
58. Mosaic Corporation
59. MSSC US INC.
60. New Eagle, LLC
61. Nexteer Automotive Corporation
62. OpenText Inc.
63. Payscale Inc
64. Pektron EV Limited
65. Pi Innovo LLC
66. Pierburg US LLC
67. Potter Anderson & Corron LLP
68. Principal Life Insurance Company
69. Proper Group Holdings LLC dba Proper Tooling LLC
70. Quality MetalCraft Inc.
71. Racar Engineering, LLC
72. Ready Logistics, LLC
73. Roush Industries, Inc.
74. RTL Systems, LLC
75. SA Automotive LTD
76. Schwab Industries, Inc.
77. SG Automotive d.o.o.
78. Sharp Dimension Inc
79. Sherpa Commercial Vehicles, LLC
80. Silverman Consulting, Inc
81. Simpson Thacher & Bartlett LLP
82. Socotec Advisory, LLC
83. St. Clair Technologies Inc.
84. Sullivan & Cromwell LLP
85. Superior Cam Inc
86. Sybridge Technologies Canada, Inc
87. Technology Solutions Anywhere LLC dba Readysoft
88. Teijin Automotive Technologies, Inc
89. TERIS - Phoenix LLC DBA TERIS
90. The Timken Corporation
91. Three-Dimensional Services dba 3 Dimensional Services Group
92. thyssenkrupp Materials NA, Inc. dba Ken-Mac Metals or thyssenkrupp Steel Services
93. Transportation Research Center, Inc. dba TRC, Inc.
94. Triple Crown Consulting, LLC
95. TTI, INC dba Symmetry Electronics (a division of TTI, Inc.) and RFMW(a division of TTI, Inc.)
96. Ventra Group Co. dba Flex-N-Gate Bradford
97. VIA Optronics LLC
98. Victora Auto Private Limited
99. Zetwerk Manufacturing USA, Inc
100. ZF PASSIVE SAFETY SYSTEMS US INC.

### Customers

1. Army Contracting Command - Detroit Arsenal (ACC-DTA)
2. City of Washington, D.C.
3. Greenstreet EV Inc.
4. JoeyB QB LLC
5. Pratt & Miller Engineering & Fabrication LLC
6. San Diego Unified Port District
7. Sherpa Commercial Vehicles LLC

### **Investors with over 5% Holdings**

1. Foxconn (Far East) Limited
2. Foxconn EV Technology, Inc.
3. Foxconn Ventures Pte. Ltd.
4. Foxtek Holdings Inc.
5. Foxtek Integration Inc.
6. Hon Hai Precision Industry Co., Ltd.
7. Hon Hai Technology Group
8. PCE Paragon Solutions Kft.

### **Debtor Restructuring Professionals**

1. Jefferies Group LLC
2. Kurtzman Carson Consultants, LLC
3. Richards Layton & Finger, P.A.
4. Silverman Consulting, Inc.
5. White & Case LLP

### **Ordinary Course Professionals & Professionals of Parties in Interest**

1. Akin Gump Strauss Hauer & Feld LLP
2. Ankura Intermediate Holdings, LP dba Ankura Consulting Group LLC
3. Baker & Hostetler LLP
4. Bernstein Litowitz Berger & Grossman, LLP
5. Bodman PLC
6. Climaco, Wilcox, Peca, Tarantino & Garofoli
7. Cohen Rosenthal & Kramer
8. Cooch and Taylor
9. Cummins Law
10. deLeeuw Law LLC
11. Dechert LLP
12. Deloitte & Touche LLP
13. Dentons US
14. Dittmer, Wagoner & Steele
15. Elfvin, Klingshirn, Royer & Torch, LLC
16. Employment Law Partners
17. Entwistle & Cappucci LLP
18. Ernst & Young U.S. LLP
19. Fisher and Phillips LLP
20. Foley & Lardner LLP
21. FTI Consulting, Inc.
22. Gladstein, Neandross & Associates

23. Hagens Berman Sobol Shapiro LLP
24. Haynes and Boone, LLP
25. Kaskela Law LLC
26. Kooperman Mentel Ferguson Yaross
27. KPMG LLP
28. Labaton Sucharow LLP
29. Latham & Watkins LLP
30. Law Office of Daniel R. Karon
31. Lasky, LLC
32. Lifshitz Law PLLC
33. Long Law, LLC
34. Mercer Capital Management, Inc.
35. Merriman Legando Williams & Klang
36. Murray, Murphy, Moul & Basil
37. Nelson Mullins Riley & Scarborough LLP
38. Paul Hastings LLP
39. Perantinides & Nolan
40. Perez & Morris
41. Phillips ADR Enterprises PC
42. Pomerantz LLP
43. Potter Anderson & Corroon LLP
44. Prospect Law LLP
45. Purcell & Lefkowitz LLP
46. Robbins Geller Rudman & Dowd
47. RSM US LLP
48. Saxena White
49. Schall Law
50. Schubert Jonckheer & Kolbe LLP
51. Seyfarth Shaw LLP
52. Shapiro Haber & Urmey LLP
53. Simpson Thacher & Bartlett LLP
54. Socotec Advisory, LLC
55. Strauss Troy
56. Sullivan & Cromwell LLP
57. The Brown Law Firm, P.C.
58. The Rosen Law Firm, P.A.
59. Winston & Strawn LLP
60. WIT Legal, LLC
61. Zoll & Kranz

### **Insurance Parties**

1. Accredited Specialty Insurance Company
2. Allied World Specialty Insurance Company
3. Associated Industries Insurance Co., Inc
4. AXIS Insurance Company

5. Berkley Insurance Company
6. CFC Underwriting / Lloyds
7. Continental Casualty Company
8. Endurance Assurance Corporation
9. Fair American Insurance & Reinsurance Co
10. Gemini Insurance Company
11. General Star Indemnity Company
12. Hudson Insurance Company
13. Ironshore Specialty Insurance Company
14. Magna Carta Insurance Ltd. / Lloyds
15. National Union Fire Ins Co of Pittsburgh, PA
16. RSUI Indemnity Company
17. RT Specialty Insurance Services, LLC
18. Samsung Fire & Marine Ins Co Ltd (US Br)
19. SiriusPoint Bermuda Insurance Company
20. The Cincinnati Indemnity Company
21. The Cincinnati Insurance Company
22. Underwriters At Lloyds London
23. Westfield Specialty Insurance Comp
24. XL Specialty Insurance Company

#### **Utilities**

1. AT&T Business Direct
2. AT&T MOBILITY-CC
3. Comcast Holdings Corporation dba Comcast Cable Communication Management LLC
4. Cox Communications California LLC dba Cox Business
5. CR&R Environmental Services
6. Detroit Disposal & Recycling
7. Irvine Ranch Water District
8. Sonitrol Orange County
9. Southern California Edison
10. Southern California Gas Company dba The Gas Company; So Cal Gas

#### **Taxing and Regulatory Authorities**

1. California Franchise Tax Board
2. California Department of Tax and Fee Administration
3. California State Board of Equalization

4. Committee on Foreign Investment in the United States
5. Delaware Secretary of State
6. Delaware State Treasury
7. Delaware Tax Authority
8. Internal Revenue Service
9. Michigan Department of Treasury
10. National Highway Traffic Safety Administration
11. Ohio Bureau of Workers' Compensation
12. Ohio Department of Taxation
13. Orange County Property Taxes
14. Pipeline and Hazardous Materials Safety Administration
15. Securities and Exchange Commission
16. U.S. Department of Justice
17. U.S. Patent and Trademark Office
18. Village of Lordstown, OH Income Tax Department

#### **Litigation Parties**

1. Alicia Kelley
2. An Thai
3. Andrew C. Richardson
4. Angela Strand Boydston
5. Ashith Pabbathi
6. Atri Amin
7. Bei Qin
8. Benjamin Herbert
9. Caimin Flannery
10. Carole Cooper
11. Christopher Kim
12. Chuan D. Vo
13. Claude L. Patterson
14. Dale G. Spencer
15. Dan Zhihong Huang
16. Daniel J. Cohen
17. Daniel Tavares
18. Dari Tehrani
19. Darren Post
20. David M. Cohen
21. David T. Hamamoto
22. Ed Lomont
23. Eskander Tehrani
24. Ethan Fingerer

25. Evaristo Sarabia
26. FNY Managed Accounts LLC
27. George Troicky
28. Globestar Systems Inc.
29. Gurpreet Singh
30. Herbert Stotler
31. Hong Xin Huan (a/k/a George Huan)
32. Jane Reiss
33. Janelle Jackson
34. Jesse Brury
35. John H. Jenkins
36. John LeFleur
37. John Vo
38. Joshua Betof
39. Judith A. Hannaway
40. Julio C. Rodriguez
41. Karma Automotive LLC
42. Keith A. Feldman
43. Kenneth Davenport
44. Kevin Levent
45. Kin San Chan
46. M.R.S. Leasing Corporation LTD
47. Mario Guerrero
48. Mark A. Walsh
49. Martin J. Rucidlo
50. Matthew Rico
51. Michael Fabian
52. Michael D. Gates
53. Mickey W. Kowitz
54. Mohammed Chowdhury
55. Phil Richard Schmidt
56. Pnina Cohen
57. Punak Engineering, Inc.
58. Randy Slipper
59. Raymond Romano
60. Robert Miller
61. Robert Palumbo
62. Roger J. Durre
63. Shane Brown
64. Simha Cohen
65. Stephen Punak
66. Stephen S. Burns
67. Steven R. Hash
68. Steven Terry
69. Sulayman Zuod
70. DiamondPeak Sponsor LLC

71. Silverpeak and related entities (which includes SP SPAC Sponsor LLC, Silverpeak Real Estate Partners L.P., Silverpeak Strategic Partners LLC, Silverpeak Credit Partners LP, Silverpeak Renewables Investment Partners LP, and certain other affiliated entities)

#### **Lien Holders**

1. Competition Engineering, Inc.
2. Foxconn EV Technology, Inc.
3. Hewlett-Packard Financial Services Company
4. Peterson Jig and Fixture, Inc.
5. Precision Jig and Fixture
6. Proper Tooling, LLC & Proper Group International, LLC

#### **Office of the United States Trustee (Wilmington, DE)**

1. Andrew Vara
2. Benjamin Hackman
3. Christine Green
4. Denis Cooke
5. Diane Giordano
6. Dion Wynn
7. Edith A. Serrano
8. Hannah M. McCollum
9. Holly Dice
10. James R. O'Malley
11. Jane Leamy
12. Joseph Cudia
13. Joseph McMahon
14. Juliet Sarkessian
15. Karen Starr
16. Lauren Attix
17. Linda Casey
18. Linda Richenderfer
19. Michael Panacio
20. Nyanquoi Jones
21. Richard Schepacarter
22. Rosa Sierra-Fox
23. Shakima L. Dortch
24. Timothy J. Fox, Jr.

**United States Bankruptcy Judges in the  
District of Delaware**

1. Ashley M. Chan
2. Brendan L. Shannon
3. Craig T. Goldblatt
4. John T. Dorsey
5. Karen B. Owens
6. Kate Stickles
7. Laurie S. Silverstein
8. Mary F. Walrath
9. Thomas M. Horan

**Other Parties in Interest**

1. Softbank
2. Blackrock Institutional Trust Company,  
N.A.
3. Blackrock

**Schedule 2**  
**Schedule of Connections to Potential Parties in Interest**

Potential Party in Interest	Relationship to Debtor	Relationship to Winston
Amphenol Interconnect Products Corporation; Filec Production SAS - Amphenol	Significant Vendors	Affiliate is Current Client
Ankura Intermediate Holdings, LP dba Ankura Consulting Group LLC	Ordinary Course Professionals & Professionals of Parties in Interest	Current Client
Aon (Bermuda) Ltd.; Aon Risk Services Central Inc.; Aon UK Limited	Significant Lease and Contract Counterparties	Affiliate is Current Client
Arthur J. Gallagher Risk Management Services, Inc.	Significant Lease and Contract Counterparties	Affiliate is Current Client
AT&T Business Direct	Utilities	Affiliate is Former Client
Blackrock; Blackrock Institutional Trust Company, N.A.	Other Parties in Interest	Affiliate is Current Client; Affiliate is Former Client
Comcast Holdings Corporation dba Comcast Cable Communication Management LLC	Utilities	Current Client
Cox Automotive Mobility Solutions, Inc.; Cox Automotive, Inc - Manheim; Cox Communications California LLC dba Cox Business	Significant Vendors; Utilities	Current Client; Affiliates are Current Clients
Dechert LLP	Ordinary Course Professionals & Professionals of Parties in Interest	Current Client
Dentons US	Ordinary Course Professionals & Professionals of Parties in Interest	Current Client
Foxconn (Far East) Limited; Foxconn EV Property Development LLC; Foxconn EV System LLC; Foxconn EV Technology, Inc.; Foxconn Ventures Pte. Ltd.	Investors with over 5% Holdings; Significant Lease and Contract Counterparties; Significant Vendor	See disclosure in Declaration
FTI Consulting, Inc.	Ordinary Course Professionals & Professionals of Parties in Interest	Current Client
General Motors; GM EV Holdings LLC	Significant Lease and Contract Counterparties	Current Client; Affiliate of Current Client (General Motors Company)
Hewlett-Packard Financial Services Company	Lien Holders	Current Client; Affiliate of Current Client (HP, Inc.)
Hon Hai Precision Industry Co., Ltd.	Investors with over 5% Holdings	Affiliates (investments) are Current Clients
Infosys Limited	Significant Vendors	Employee is Former Client

Potential Party in Interest	Relationship to Debtor	Relationship to Winston
Ironshore Specialty Insurance Company	Insurance Parties	Affiliate is Former Client
Jefferies Group LLC	Debtor Restructuring Professionals	Affiliates are Former Clients
JP Morgan Asset Management; JP Morgan Chase Bank, N.A.; JP Morgan Institutional Investments Global Liquidity; JP Morgan Prime; JP Morgan Securities	Cash Management Banks	Client; Affiliates are Clients; See disclosure in Declaration
KPMG LLP	Ordinary Course Professionals & Professionals of Parties in Interest	Current Client
Magna Carta Insurance Ltd. / Lloyds	Insurance Parties	Affiliate is Current Client; Affiliate is Former Client
Mosaic Corporation	Significant Vendors	Current Client
Paul Hastings LLP	Ordinary Course Professionals & Professionals of Parties in Interest	Current Client
Silverpeak and related entities (which includes SP SPAC Sponsor LLC, Silverpeak Real Estate Partners L.P., Silverpeak Strategic Partners LLC, Silverpeak Credit Partners LP, Silverpeak Renewables Investment Partners LP, and certain other affiliated entities)	Litigation Parties	Affiliates are Former Clients
SiriusPoint Bermuda Insurance Company	Insurance Parties	Affiliate is Former Client
Softbank	Other Parties in Interest	Current Client; Affiliates are Current and Former Clients
The Cincinnati Insurance Company	Insurance Parties	Current Client
TransAmerica Corporation	Significant Lease and Contract Counterparties	Current Client
Transportation Research Center, Inc. dba TRC, Inc.	Significant Vendors	Affiliate is Current Client